



U.S. Department of Justice

Antitrust Division

*Liberty Place Building  
325 Seventh Street, NW, Suite 300  
Washington, D.C. 20530*

November 5, 1999

GOVERNMENT  
DEPOSITION  
EXHIBIT  
759

60-7389-0017

VIA FACSIMILE AND FIRST CLASS MAIL

Gary R. Carney, Esq.  
Rogers & Wells  
200 Park Avenue  
New York, NY 10166-0153

M. Laurence Popofsky, Esq.  
Heller, Ehrman, White & McAuliffe  
333 Bush Street  
San Francisco, CA 94104-2878

John Gordan, III, Esq.  
Morgan, Lewis & Bockius  
101 Park Avenue  
New York, NY 10178


Re: United States v. Visa U.S.A. Inc., et al.  
98 Civ. 7076 (BSJ)(THK)

Dear Gary, John, and Larry:

Enclosed please find a notice of deposition for defendants to provide 30(b)(6) witnesses for various areas. Based on defendants' prior responses to Government interrogatories, we believe witnesses already noticed by the Government in their individual capacity will also serve as the 30(b)(6) witnesses designated. If our assumption is correct, please let us know who among the noticed deponents will be designated to testify concerning these particular subjects on behalf of each defendant. If, however, our assumption is wrong and additional witnesses will need to testify in order for you to comply with the notice, please let us know as soon as possible so that we can schedule these depositions quickly.

Finally, please also note that this deposition notice includes a request for the deposition of Dale Fehringer of Visa International (in his individual capacity).

Sincerely,

  
Melvin A. Schwarz  
Special Counsel for Civil Enforcement

P-0921

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

**UNITED STATES OF AMERICA,**

**Plaintiff,**

**v.**

**VISA U.S.A. INC.,  
VISA INTERNATIONAL CORP., AND  
MASTERCARD INTERNATIONAL  
INCORPORATED,**

**Defendants.**

**98 Civ. 7076 (BSJ)(THK)**

**NOTICE OF DEPOSITIONS**

**TO: COUNSEL FOR DEFENDANTS**

PLEASE TAKE NOTICE that counsel for plaintiff, United States of America, will take the deposition upon oral examination of the persons listed below. The location, date and time for commencement of each deposition will be agreed among plaintiff, the witness, and his counsel. Without prejudice to the Government's right to take as long to complete each deposition as may be necessary, we note that our current expectation is that each deposition can be completed in a day. We will inform you in the future if that expectation changes. Moreover, we will inform you when we determine which, if any, depositions we intend to videotape.

The Government will take the deposition upon oral examination, pursuant to Fed. R. Civ. P. 30(b)(6), of the person(s) at (i) Visa International and (ii) Visa U.S.A. (collectively "Visa") most knowledgeable about

1. Research, surveys, analyses, or other programs since 1993 that concern any distinction in the profitability between cardholders that have another financial relationship with a card issuer (e.g.

mortgage, Demand Deposit Account, etc.), on the one hand, and cardholders that do not have any other such relationship with their card issuer, on the other hand, including, without limitation:

- a. Differences in attrition/retention rates, yields, credit rating scores (e.g. VU1058309-8325 at 319), and
- b. Visa's Credit Card Commitment Research (e.g. Gov. Dep. Ex. 37).

2. Research, surveys, analyses or other programs since 1993 concerning any distinction between the solicitation of cardholders that have another financial relationship with a card issuer (e.g. mortgage, Demand Deposit Account, etc), on the one hand, and the solicitation of cardholders that do not have any other relationship with their card issuer, on the other hand, including, without limitation:

- a. differences in solicitation costs and response rates;
- b. efforts to identify and target high profitability card customers;
- c. direct mail saturation or clutter,
- d. efforts to utilize bank branches and their personnel as a means to solicit cardholders, (e.g. Travelers 0609-0639, at 628-631) and
- e. Visa's Credit Card [In-Branch] Cross Sell Programs (e.g. WBC 25314-350; (WalMart) 1057947-952 [business in-branch program]; VU83120-141; VU1009222-231; VU1058309-8325, at 319-323; VU0263461-3487.

3. The types of publicly-available data that card issuers routinely utilize in determining which potential card customers to solicit and the proper card products to solicit those customers with, including, without limitation, the completeness of data, file fragmentation, the level of accuracy, and delayed reporting associated with credit bureaus (e.g., Gov. Dep. Ex. 32), as well as other

data bankcard issuers may use to determine the creditworthiness of potential customers in targeting those customers with solicitations.

4. Any non-privileged analysis(es) concerning the financial impact on Visa U.S.A., Visa International, and/or MasterCard if Visa members were to issue or distribute cards on the American Express general purpose card network (e.g. VUWM 0330786).
5. Visa advertisements, anywhere in the world, since 1989, which explicitly refer to MasterCard by name.
6. The purposes and effects of Visa's PS2000 program, including, but not limited to:
  - a. how, if at all, that program was intended to, and did, differentiate Visa from MasterCard competitively, and
  - b. how, if at all, that program increased Visa member banks' profitability.
7. Government Exhibit 280 (VU 0282138-45), including, but limited to its substance as well as who authored the document, to whom it was distributed (or presented orally) and when.

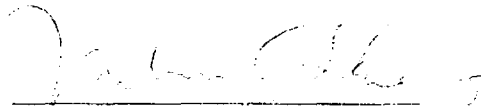
The Government will take the deposition upon oral examination, pursuant to Fed. R. Civ. P. 30(b)(6), of the person(s) at (i) MasterCard International and (ii) MasterCard International's, U.S. Region, (collectively "MasterCard") most knowledgeable about:

1. Research, surveys, analyses, or other programs since 1993 by MasterCard and/or Argus that concern any distinction in the profitability between cardholders that have another financial relationship with a card issuer (e.g. mortgage, Demand Deposit Account, etc.), on the one hand, and cardholders that do not have any other relationship with their card issuer, on the other hand, including, without limitation:
  - a. differences in attrition/retention rates, yields, credit rating scores, and

- b. Argus data and research concerning these issues.
- 2. Research, surveys, or analyses, concerning the proportion of cards that cardholders obtain from local institutions or an institution with which the cardholder has another relationship and any goals to increase the number of cards obtained from a relationship bank.
- 3. Research, surveys, analyses or other programs since 1993 by MasterCard and/or Argus concerning any distinction between the solicitation of cardholders that have another financial relationship with a card issuer (e.g. mortgage, Demand Deposit Account, etc), on the one hand, and the solicitation of cardholders that do not have any other relationship with their card issuer, on the other hand, including, without limitation:
  - a. differences in solicitation costs or response rates;
  - b. efforts to identify and target high profitability card customers and to identify which customers would best be served by particular card products (e.g. F 3571-96 at 82-85; MCI-0722090-22134 at 22098);
  - c. direct mail saturation or clutter;
  - d. efforts to utilize bank branches and their personnel as a means to solicit cardholders;
  - e. MasterCard's "Branch Initiative," "Pocketful of Miracles Promotion" and "Wealth of Knowledge" programs; and
  - f. Argus research concerning the above-listed issues (e.g. MC 47506-510 at 509).
- 4. MasterCard advertisements, anywhere in the world, since 1989, which explicitly refer to any other general purpose card (American Express, Visa, Discover/Novus, Diners Club, and/or JCB) by name.
- 5. Any analysis concerning the financial impact on MasterCard (and/or Visa) if MasterCard members were to issue or distribute cards on any other general purpose card network, including, without

limitation, the subject matter of the following documents: Arg 17632-36, Arg 17637-48, and Arg 17649-671.

Finally, the Government will also take the deposition of **Dale Fehringer** of Visa International Association, in his individual capacity, pursuant to Fed. R. Civ. P. 30.



Melvin A. Schwarz (MS8604)  
Special Counsel for Civil Enforcement  
U.S. Department of Justice  
Antitrust Division  
325 7th Street, N.W., Room 300  
Washington, DC 20530  
(202) 305-3652

Dated: Washington, D.C.  
November 5, 1999

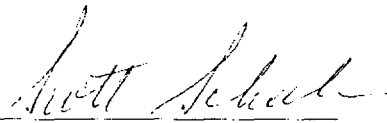
Certificate of Service

I certify that on November 5, 1999, a true and correct copy of the Notice of Depositions was served via facsimile and first class mail, postage prepaid, to the following persons:

M. Lawrence Popofsky, Esq.  
Heller, Ehrman, White & McAuliffe  
333 Bush St.  
San Francisco, CA 94104-2878  
Facsimile: (415) 772-6268

Gary Carney, Esq.  
Rogers & Wells  
200 Park Avenue  
New York, New York 10166  
Facsimile: (212) 878-8375

John Gordan, III, Esq.  
Morgan, Lewis & Bockius  
101 Park Avenue  
New York, NY 10178-0060  
Facsimile: (212) 309-6273

  
Scott Scheele